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8 Attorneys for KLA-Tencor Corporation

9
 10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 SAN FRANCISCO DIVISION

13 CHRIS CRIMI, on Behalf of Himself and All
 14 Others Similarly Situated,

15 Plaintiff,

16 vs.

17 EDWARD W. BARNHOLT, H. RAYMOND
 18 BINGHAM, ROBERT T. BOND, RICHARD J.
 ELKUS, JR., STEPHEN P. KAUFMAN,
 19 KENNETH LEVY, MICHAEL E. MARKS,
 DEAN O. MORTON, KENNETH L.
 SCHROEDER, JON D. TOMPKINS,
 RICHARD P. WALLACE, KLA-TENCOR
 20 CORPORATION, and DOES 1 through 25,

21 Defendants.

22 Case No. CV-08-2249 CRB

23 [PROPOSED] ORDER ON
 24 DEFENDANT KLA'S MOTION TO
 DISMISS PURSUANT TO
 25 FEDERAL RULE OF CIVIL
 PROCEDURE 12(B)(6)

26 DATE: September 12, 2008

TIME: 10:00 a.m.

DEP'T: Courtroom 8

27 Hon. Charles R. Breyer

[PROPOSED] ORDER

Having considered Defendant KLA-Tencor Corporation's ("KLA's") Motion to Dismiss pursuant to Federal Rule of Civil Procedure 12(b)(6), and any opposition thereto, IT IS HERE BY ORDERED:

ORDERED.

1. Plaintiff's voting related claims are dismissed as being derivative under applicable Delaware law
 2. Plaintiff's "holder" claims are dismissed because they are barred under SLUSA.
 3. Plaintiff cannot state a claim for breach of fiduciary duty because KLA Plaintiff no duty to disclose historical "backdating" from the past because there had been adjudication of wrongdoing as of the time Plaintiff alleges the duty to disclose existed.

Dated: _____

Hon. Charles R. Breyer
U.S. District Court Judge